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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.

)
) Chapter 11
)
) Case No. 18-23538 (RDD)
)
) (Jointly Administered)
)

**VERIFIED STATEMENT PURSUANT TO RULE 2019
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to the provisions of Rule 2019 of the Federal Rules of Bankruptcy Procedure, Russell R. Johnson III of the Law Firm of Russell R. Johnson III, PLC files this Verified Statement of his firm's (the "Firm") multiple representations in this case of the following utility companies (the "Utilities") that provided prepetition utility goods/services to the Debtors, and continue to provide post-petition utility goods/services to the Debtors:

1. The names and addresses of the Utilities represented by the Firm are:

- A. Appalachian Power Company
Indiana Michigan Power Company
Kentucky Power Company
Kingsport Power Company
Ohio Power Company
Public Service Company of Oklahoma
Southwestern Electric Power Company
Attn: Dwight C. Snowden
American Electric Power
1 Riverside Plaza, 13th Floor
Columbus, Ohio 43215
- B. Arizona Public Service Company
Attn: Patricia Schloss
Senior Account Management Analyst
2043 W. Cheryl Dr.
Bldg. M
Mail Station 3209
Phoenix, Arizona 85021-1915

- C. City of Ocala, Florida
Attn: W. James Gooding III, Esq.
Gilligan, Gooding, Franjola & Batsel, P.A.
1531 SE 36 Avenue
Ocala, Florida 34471
- D. Consolidated Edison Company of New York, Inc.
Orange and Rockland Utilities, Inc.
Attn: Rosalie Zuckerman, Esq.
4 Irving Place – Room 1875S
New York, NY 10003
- E. Baltimore Gas and Electric Company
Commonwealth Edison Company
PECO Energy Company
The Potomac Electric Power Company
Delmarva Power & Light Company
Atlantic City Electric Company
Attn: Lynn R. Zack, Esq.
Assistant General Counsel
Exelon Corporation
2301 Market Street, S23-1
Philadelphia, PA 19103
- F. Virginia Electric and Power Company d/b/a Dominion Energy Virginia
Attn: Sherry Ward
701 East Cary St., One James River Plaza, 19th floor
Richmond, VA 23219
- G. Dominion Energy Ohio
2100 Eastwood Ave.
Akron, OH 44305
Attn: MARRISSA HINTON
- H. The Connecticut Light and Power Company
Public Service Company of New Hampshire
Yankee Gas Services Company
NStar Electric Company, Eastern Massachusetts
NStar Electric Company, Western Massachusetts
Attn: Honor S. Heath, Esq.
Eversource Energy
107 Selden Street
Berlin, CT 06037

- I. The Cleveland Electric Illuminating Company
Jersey Central Power & Light Company
Metropolitan Edison Company
Monongahela Power Company
Ohio Edison Company
Pennsylvania Electric Company
Pennsylvania Power Company
Potomac Edison Company
West Penn Power Company
Toledo Edison Company
Attn: Kathy M. Hofacre
FirstEnergy Corp.
76 S. Main St., A-GO-15
Akron, OH 44308
- J. Florida Power & Light Company
Attn: Kevin I.C. Donaldson, Esq.
Law Department
700 Universe Blvd.
Juno Beach, FL 33408
- K. Georgia Power Company
Attn: Anderson Marshall
2500 Patrick Henry Parkway
McDonough, GA 30253
- L. Boston Gas Company
Colonial Gas Company
KeySpan Energy Delivery Long Island
KeySpan Energy Delivery New York
Massachusetts Electric Company
Narragansett Electric Company
Niagara Mohawk Power Corporation
Attn: Christopher S. Aronson
Senior Counsel
National Grid
40 Sylvan Road
Waltham, MA 02451
- M. New York State Electric and Gas Corporation
Attn: Kelly Potter
Bankruptcy Department
James A. Carrigg Center, 18 Link Drive
Binghamton, NY 13904

- N. Rochester Gas and Electric Corporation
Attn: Patricia Cotton
89 East Avenue
Rochester, NY 14649
- O. Public Service Electric and Gas Company
Attn: Vilna Waldron Gaston, Esq.
Associate General Litigation Counsel
PSEG Services Corporation
80 Park Plaza, T5D
Newark, New Jersey 07102-0570
- P. Salt River Project
Attn: Diana Greer/ISB 231
2727 E. Washington St.
Phoenix, AZ 85034-1403
- Q. San Diego Gas & Electric Company
Attn: Tasha Davis CP61F
Bankruptcy Specialist
8326 Century Park Court
San Diego, CA 92123
- R. Southern California Gas Company
Attn: Cranston J. Williams, Esq.
Office of the General Counsel
555 W. Fifth Street, GT14G1
P.O. Box 30337
Los Angeles, CA 90013-1034
- S. Sacramento Municipal Utilities District
Attn: Randall J. Hakes, Esq.
6301 S Street, Mailstop A311
Sacramento, California 95817
- T. Southern California Edison Company
Attn: Julia A. Mosel, Esq.
Senior Attorney, Commercial Litigation
2244 Walnut Grove Avenue
P.O. Box 800
Rosemead, California 91770

U. Tucson Electric Power Company
UNS Electric, Inc.
UNS Gas, Inc.
Attn: Adam D. Melton, Esq.
Senior Attorney – Litigation
88 E. Broadway Blvd.
Tucson, AZ 85701

2. The nature and the amount of claims (interests) of the Utilities, and the times of acquisition thereof are as follows:

(a) The following Utilities have unsecured claims against the above-referenced Debtors arising from prepetition utility usage: Appalachian Power Company, Indiana Michigan Power Company, Public Service Company of Oklahoma, Arizona Public Service Company, Consolidated Edison Company of New York, Inc., Orange and Rockland Utilities, Inc., PECO Energy Company, The Potomac Electric Power Company, Atlantic City Electric Company, Virginia Electric and Power Company d/b/a Dominion Energy Virginia, The East Ohio Gas Company d/b/a Dominion East Ohio, The Connecticut Light and Power Company, Public Service Company of New Hampshire, Yankee Gas Services Company, NStar Electric Company, Eastern Massachusetts, NStar Electric Company, Western Massachusetts, The Cleveland Electric Illuminating Company, Jersey Central Power & Light Company, Metropolitan Edison Company, Monongahela Power Company, Ohio Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, Potomac Edison Company, Toledo Edison Company, Boston Gas Company, Colonial Gas Company, KeySpan Energy Delivery Long Island, KeySpan Delivery New York, Massachusetts Electric Company, Narragansett Electric Company, Niagara Mohawk Power Corporation, New York State Electric and Gas Corporation, Rochester Gas and Electric Corporation, Public Service Electric and Gas Corporation, Southern California Gas Company, Sacramento Municipal Utilities District and UNS Gas, Inc.

(b) The following Utilities held prepetition deposits which secured all prepetition debt: Georgia Power Company, Kingsport Power Company, Tucson Electric Power Company, Kentucky Power Company, Ohio Power Company, Southwestern Electric Power Company, Baltimore Gas and Electric Company, City of Ocala, Florida and Florida Power & Light Company.

(c) The following Utilities held surety bonds which secured all prepetition debt and which they will make claims upon for payment of the prepetition debt that the Debtors owe to those utility companies: Salt River Project, UNS Electric, Inc., Commonwealth Edison Company and West Penn Power Company.

(d) The following Utilities held letters of credit which secured all prepetition debt and which they will make demands upon for payment of the prepetition debt that the Debtors owe to those utility companies: San Diego Gas & Electric Company and Southern California Edison Company.

(e) Delmarva Power & Light Company held a combination of prepetition cash deposits and surety bonds which secured all prepetition debt and which they which they will make claims upon for payment of the prepetition debt that the Debtors owe.

3. The Law Firm of Russell R. Johnson III, PLC was retained to represent the foregoing Utilities in November 2018. The circumstances and terms and conditions of employment of the Firm by the Companies is protected by the attorney-client privilege and attorney work product doctrine.

LAW FIRM OF RUSSELL R. JOHNSON III, PLC

By: s/ Russell R. Johnson III
Russell R. Johnson III

Russell R. Johnson III appeared before me this 20th day of December 2018, and
acknowledged that the representations in the foregoing statement are true to the best of his
knowledge, information and belief.



NOTARY PUBLIC

Donna S Coffey

My commission expires: 09/30/2020